

**BYLAWS
OF THE
HOOD CANAL COORDINATING COUNCIL**

ARTICLE I – OFFICES

SECTION 1. – PRINCIPAL OFFICE AND MAILING ADDRESS. – The principal office and mailing address of the Corporation, (hereinafter “Council”) shall be the location of the executive office as follows:

Hood Canal Coordinating Council
295142 Highway 101
P.O. Box 5002
Quilcene, WA 98376-5002

SECTION 2. – REGISTERED OFFICE AND AGENT. – The Council shall continuously maintain within the state of Washington, a Registered Agent and a Registered Office as required under the Washington Non-Profit Council Act, RCW 24.03. The name and address of this Registered Office and Agent shall be stated in the Articles of Incorporation. The Board of Directors may change the Registered Agent and Registered Office of the Council subject to the voting requirements of these Bylaws. To be effective, notice of any change in the Registered Agent or Registered Office must be filed with the office of the Secretary of State of the State of Washington.

ARTICLE II – BOARD OF DIRECTORS

SECTION 1. – GENERAL POWERS. – The Council shall be managed by its Board of Directors, subject to any limitations set forth in the Council's Articles of Incorporation.

SECTION 2. – NUMBER AND MEMBERSHIP. – The Board of Directors of the Council shall consist of the following five governments, each of which has one vote.

- (A) Jefferson County Board of Commissioners;
- (B) Kitsap County Board of Commissioners;
- (C) Mason County Board of Commissioners;
- (D) Port Gamble S'Klallam Tribal Council; and
- (E) Skokomish Tribe General Council.

Each seat on the Board of Directors belonging to a county shall be filled by between one and three county commissioners appointed or elected by that county's Board of Commissioners, and each tribal seat on the Board of Directors shall be filled by one or two persons appointed or elected by the tribe.

SECTION 3. – REPLACEMENT. – In the event that a person representing one of the governments on the Board of Directors is no longer eligible to serve, that government shall designate a representative to serve as a member of the Board of Directors.

SECTION 4. – COMPENSATION. – Members of the Board of Directors shall not receive compensation for their service, but by resolution of the Board of Directors, may be paid his or her expenses for attendance at each meeting of the Board of Directors or for expenses incurred on behalf of the Council.

SECTION 5. – EX OFFICIO MEMBERS. – The Board of Directors may appoint Ex-Officio non-voting members to the Board of Directors including but not limited to representatives of the following agencies and entities:

Federal Agencies: United States Navy
 United States Forest Service
 National Park Service
 Environmental Protection Agency, Region 10
 United States Fish and Wildlife Service
 National Marine Fisheries Service
 United States Army Corps of Engineers

State Agencies: Department of Natural Resources
 Department of Fish and Wildlife
 Department of Ecology
 Puget Sound Water Quality Action Team
 Department of Health
 Office of Community Development
 Parks of Recreation Commission
 Department of Transportation

ARTICLE III – MEETINGS OF DIRECTORS

SECTION 1. – ANNUAL MEETING. – The annual meeting of the Board of Directors shall be held during each October beginning in the year 2000. The annual meeting shall occur at such time and place as specified by the Board of Directors for the purpose of making changes to the Articles of Incorporation or Bylaws, and for the transaction of such other business as may come before the Board.

SECTION 2. – REGULAR MEETINGS. – The Board of Directors shall set the time and place for regular meetings.

SECTION 3. – SPECIAL MEETINGS. – Special meetings of the Board of Directors may be called at the request of the Chair or any Director.

SECTION 4. – PLACE OF MEETINGS. – Locations of meetings shall be set by the Board of Directors.

SECTION 5. – NOTICE. – Notice of the time and place of each annual, regular, or special meeting shall be given by the Chair or Directors calling the meeting at least ten days before the meeting time.

SECTION 6. – QUORUM. – The entire Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than all the Directors are present at a meeting, a majority of the Directors present may hold the meeting but must recess the meeting to a different date or time for purposes of voting, or may take action on motions or resolutions subject to the voting requirements of Article III Section 7.

SECTION 7. – VOTING PROCEDURES – The Council shall take action through the consideration and passage of motions or resolutions during meetings of the Board of Directors. Passage of a motion or resolution requires the unanimous vote of all Directors. Votes may be taken either during the meeting or within a reasonable time after a meeting. If unanimity cannot be reached on a proposed motion or resolution, any Director opposing the motion or resolution may allow the motion or resolution to go forward but may also be allowed to include a statement of explanation in the meeting minutes.

SECTION 8. – ACTION WITHOUT MEETING. – Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent is given by all of the Directors.

SECTION 9. – ATTENDANCE BY TELEPHONE OR VIDEO CONFERENCE. – A meeting of the Board of Directors may be held by means of a conference telephone or television that enables all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

SECTION 10. – PRESUMPTION OF ASSENT. – A Director of the Council who is present at a meeting of the Board of Directors at which action is taken, shall be presumed to have assented to the action taken, unless the Director either votes against the action or allows the action to go forward and includes a statement of explanation for the meeting minutes.

SECTION 11. – COMMITTEES. - The Board of Directors may establish such committees as necessary to further the purposes of the Council. Committees shall be chaired by a member of the Board of Directors, and may include citizens, public agencies with relevant expertise, and affected groups. No such committee shall have the authority to: fill vacancies on the Board of Directors or on any of its committees; adopt, amend, or repeal any Articles of Incorporation or Bylaws; approve a plan of merger; authorize the lease, sale, or exchange of all or substantially all of the property and assets of the Council other than in the ordinary course of business; authorize the voluntary dissolution of the Council or adopt a plan for the distribution of assets of the Council. All committees shall keep regular minutes of the transactions of their meetings and shall keep them in books kept for that purpose in the office of the Council. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any members thereof, of any responsibility imposed by law.

SECTION 12. – PUBLIC INVOLVEMENT. -- The Council shall comply with all applicable provisions of the Washington Open Public Meetings Act, RCW 42.30. The Council shall also take steps to inform the general public, public agencies, and affected groups of the activities of the Council and to provide opportunity for public comment and participation in the actions of the Council.

SECTION 13. – PERSONNEL MATTERS. -- All matters involving personnel decisions of the Council, including the hiring and termination of employees and contractors shall occur only in executive session, consistent with the executive session provisions of the Washington Open Public Meetings Act, RCW 42.30.110

ARTICLE IV - OFFICERS

SECTION 1. – NUMBER AND QUALIFICATIONS – The Officers of the Council shall be those required by the Washington Nonprofit Corporation Act: a President, Vice-President, Secretary, and Treasurer. The offices of President and Secretary shall be held by a single person, titled "Chair," and Vice-President and Treasurer shall be held by a single person, titled "Vice-Chair." The Officers shall be selected by the Board of Directors from among its own members.

SECTION 2. – SELECTION AND TERM OF OFFICE. – The Officers of the Council shall be selected at a meeting of the Board of Directors occurring in January. The term of office shall be two years. The term of office shall begin at the January meeting and last until the next meeting held for electing officers.

SECTION 3. – APPOINTMENT AND REMOVAL. -- Each regular member government sitting on the Board of Directors shall be solely responsible for selecting or removing members to represent their respective government on the Board of Directors.

SECTION 4. – VACANCIES. – A vacancy in any office because of death, resignation, removal, disqualification or other cause may be filled by the appropriate government for the unexpired portion of the term.

SECTION 5. – CHAIR. – The Chair shall have general supervision over the affairs of the Council and, unless another officer is so designated by the Board of Directors, shall preside over meetings of the Board of Directors. The Chair shall also perform such other duties as the Bylaws may provide or the Board of Directors may prescribe.

SECTION 6. – VICE CHAIR. – The Vice Chair shall perform all duties incumbent upon the Chair during the absence or disability of the Chair, with all the powers of and subject to the all restrictions upon the Chair, and shall perform such other duties as the Bylaws may provide or the Board of Directors may prescribe.

SECTION 7. – EXECUTIVE DIRECTOR – The general management of the Council shall be conducted by an Executive Director hired and terminated by the Board of Directors. The Executive Director shall report to the Board of Directors. Management authority vested in the Executive Director shall include hiring and termination of employees and outside contractors, day-to-day financial management including accounts receivable and payable, preparation of meeting materials, issuance of recommendations to the Board of Directors, representation of the Council before agencies and the general public, and other duties and powers as determined by the Board of Directors.

ARTICLE V – CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. – CONTRACTS. – The Board of Directors may authorize any officer, employee, or contractor to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Council, and such authority may be general or confined to specific instances.

SECTION 2. – LOANS. – No loans shall be made by the Council to its directors, officers, employees, or contractors. No loans shall be contracted on behalf of the Council, and no evidences of indebtedness shall be issued in the Council's name, unless authorized by a specific motion or resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. – CHECKS, DRAFTS AND OTHER EVIDENCES OF INDEBTEDNESS. – The Executive Director may disburse or commit funds up to \$10,000 for expenses within the approved annual budget. All checks, drafts, money orders, or other evidences of indebtedness issued in the name of the Council over \$10,000 shall require prior approval of the Board of Directors.

ARTICLE VI – BOOKS, RECORDS, AND AUDIT

SECTION 1. – RECORDS. – The Council shall keep at its registered office:

- a. Current Articles of Incorporation and Bylaws
- b. Correct and adequate records of accounts and finances;
- c. A record of officers' and directors' names and addresses; and
- d. Meeting minutes from the Board of Directors and all committees

SECTION 2. – ANNUAL AUDITS. – The Council shall have an audit conducted each fiscal year in a manner consistent with generally accepted accounting principles for nonprofit corporations.

ARTICLE VII – CORPORATE YEAR

The fiscal year of the Council shall be the calendar year.

ARTICLE VIII - AMENDMENTS

SECTION 1. – BY THE BOARD OF DIRECTORS. -- These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Board of Directors, at any regular or special meeting of the Board of Directors. Such action must follow the voting requirements of Article III, Section 7 of these Bylaws.

SECTION 2. – CONFORMITY TO STATE LAW. – No amendments or changes may be made to these Bylaws which would conflict with any provisions of the Washington Nonprofit Council Act, RCW 24.03. In the event of any conflict between these Bylaws (or any amendments to these Bylaws) and the Washington Nonprofit Council Act, the Washington Nonprofit Council Act shall control.

Dated effective _____, 2000

HOOD CANAL COORDINATING COUNCIL

Hon. Richard Wojt
Jefferson County Board of Commissioners

Hon. Christene Endresen
Kitsap County Board of Commissioners

Hon. Cindy Olsen
Mason County Board of Commissioners

Hon. Marie Hebert

Port Gamble S'Klallam Tribal Council

Hon. Joseph Pavel
Skokomish Tribe General Council